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Attorneys for Defendant Apple Inc.

**UNITED STATES DISTRICT COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN JOSE DIVISION**

IN RE HIGH-TECH EMPLOYEE  
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:  
ALL ACTIONS

Master Docket No. 11-CV-2509-LHK

**DECLARATION OF MARK BENTLEY  
PURSUANT TO CIVIL LOCAL RULE  
79-5(d) IN SUPPORT OF  
ADMINISTRATIVE MOTION TO FILE  
UNDER SEAL**

1 I, Mark Bentley, declare as follows:

2 1. I am the Senior Director of Executive Search at Apple Inc. ("Apple"). I have been  
3 employed at Apple since 2003, and have previously served as Apple's Senior Director of Human  
4 Resources. I submit this declaration based on my own personal knowledge. If called as a  
5 witness, I could and would testify competently thereto.

6 2. I submit this declaration in support of Plaintiffs' Administrative Motion to File  
7 Under Seal (Dkt. No. 186), and in support of Apple's request that certain materials designated as  
8 confidential by Apple and lodged under seal by Plaintiffs on October 1, 2012 be sealed pursuant  
9 to Civil Local Rule 79-5(d). In particular, Apple requests that the Court maintain under seal  
10 (1) portions of the Expert Report of Edward E. Leamer, Ph.D. (Dkt. No. 190) ("Leamer Report"),  
11 and (2) portions of the exhibits to the Declaration of Ann B. Shaver in Support of Plaintiffs'  
12 Notice of Motion and Motion for Class Certification, and Memorandum of Law in Support (Dkt.  
13 No. 188) ("Shaver Declaration").

14 3. I have reviewed the documents and portions of the documents set forth below that  
15 relate to Apple, and I believe that there is good cause to maintain them under seal. As described  
16 below, they contain, rely upon, and reflect information designated by Apple as CONFIDENTIAL  
17 and CONFIDENTIAL – ATTORNEYS' EYES ONLY under the Stipulated Protective Order  
18 entered by the Court on January 24, 2012 (Dkt. No. 107).

19 4. The following portions of the Leamer Report contain and reflect Apple's highly  
20 confidential and competitively sensitive employee compensation data and compensation  
21 strategies:

- 22 • Page 23, figures 3 and 4 disclose the number of Apple employees in each  
23 of Plaintiffs' proposed classes and the total compensation of these employees;
- 24 • Pages 36-38, figures 6 and 7 and paragraphs 91 and 92 reflect Apple's  
25 highly confidential employee compensation data, including salaries, bonuses, and equity awards,  
26 and changes in such compensation;
- 27 • Page 40, figure 8 and paragraph 98 reflect Apple's highly confidential  
28 employee compensation data, including equity awards, and changes in such compensation;

- Page 41, figure 9 and paragraph 99 reflect Apple's highly confidential employee compensation data, including salaries, bonuses, and equity awards, and changes in such compensation;
- Page 50, paragraph 121 reflects Apple's highly confidential employee compensation strategy and practices;
- Page 51, footnote 164 (describing Apple document 231APPLE009282-283) reflects Apple's highly confidential employee compensation strategy and practices with respect to employee salaries;
- Pages 52-53, figure 10 and paragraph 126 reflect Apple's highly confidential employee compensation data, including bonuses and equity awards;
- Page 54, figure 11 reflects Apple's highly confidential employee compensation data, including salaries, bonuses, and equity awards, and changes in such compensation;
- Pages 56-59, figures 12, 13, 14, and 15 reflect Apple's highly confidential employee compensation data, including salaries, bonuses, and equity awards, and changes in such compensation;
- Page 61, figure 17 and paragraph 133 reflect Apple's highly confidential employee compensation data, including salaries, and changes in such compensation;
- Pages 63-64, figure 19 and paragraph 139-140 reflect Apple's highly confidential employee compensation data, including salaries, bonuses, and equity awards, and changes in such compensation;
- Pages 66-67, figures 20 and 22 reflect Apple's highly confidential employee compensation data, including salaries, bonuses, and equity awards, and changes in such compensation;
- Pages 69-70, figures 23 and 24 reflect Apple's highly confidential employee compensation data, including salaries, bonuses, and equity awards, and changes in such compensation; and

1                   •       Pages 75-76, figure 25 and paragraph 157(b) reflect Apple's highly  
2 confidential employee compensation data and strategies, including Apple's methods of  
3 classifying and compensating employees.

4           This information is extremely sensitive, and Apple considers it to be, and treats it as,  
5 confidential, proprietary, and competitively sensitive. Apple would suffer serious competitive  
6 harm if this information were disclosed because its competitors would gain detailed data and  
7 insight into its confidential and proprietary employee compensation practices and strategies.  
8 Public disclosure of this information would deprive Apple of its investment in developing these  
9 strategies and put Apple at a significant disadvantage with respect to recruiting, hiring, and  
10 compensating its employees. Apple would therefore be prejudiced if this information were made  
11 available to the general public.

12           5.       Exhibit 22 to the Shaver Declaration (231APPLE041661-662) contains  
13 confidential and competitively sensitive information regarding Apple's business and recruiting  
14 strategies. In particular, the document reflects Apple's unilateral, confidential recruiting practices  
15 with respect to certain of its key business partners. Apple considers this information to be, and  
16 treats it as, confidential, proprietary, and competitively sensitive. There is significant risk that  
17 Apple would be prejudiced in its relationships with key business partners if the information  
18 contained in Exhibit 22 were made available to the general public.

19           6.       Exhibit 21 to the Shaver Declaration (231APPLE002217-219) contains personal  
20 identifying information of an individual who applied to work at Apple and who is not a party to  
21 this action, including the individual's name, address, telephone number, and e-mail address. This  
22 information comprises confidential, non-public information entrusted to Apple by a non-party  
23 individual, and its public disclosure could cause harm to that individual.

24           7.       Because these documents and portions of document cannot be publicly disclosed  
25 without causing serious harm, as described above, Apple requests that they be maintained under  
26 seal and redacted from the publicly-filed versions of the documents.

1 I declare under penalty of perjury under the laws of the United States that the above is true  
2 and correct.

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4 Executed on October 9, 2012, in Cupertino, California.

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6 By: /s/ Mark Bentley  
7 Mark Bentley  
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**ATTESTATION PURSUANT TO GENERAL ORDER 45**

Pursuant to General Order No. 45, Part X-B, I attest that concurrence in the filing of this document has been obtained from its signatory.

Dated: October 9, 2012

By: /s/ Christina J. Brown  
Christina J. Brown